

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

EVGENY OKMYANSKY,
Plaintiff,

v.

HERBALIFE INTERNATIONAL OF
AMERICA, INC.,
Defendant.

Civil Action No. 03-10574-JET

DECLARATION OF JACKIE FISHER

I, Jackie Fisher, hereby depose under oath and state as follows:

1. I am over eighteen (18) years of age. I am the Vice President of Distributor Policy Administration for Herbalife International of America, Inc. ("Herbalife"), and I have been employed by Herbalife since December 1983. I submit this Declaration in support of the Motion Of Defendant Herbalife International Of America, Inc., To Transfer Venue Pursuant To 28 U.S.C. §1404(a) and the Motion for Summary Judgment of Defendant Herbalife International of America, Inc. I have personal knowledge of certain facts contained herein. Other facts have been provided by other employees of Herbalife.

2. Herbalife was founded in 1980 and develops and markets weight management products, nutritional food and dietary supplements, and personal care/beauty products in 58 countries. Herbalife sells its products through an international network of independent distributors who purchase products directly from Herbalife. An Herbalife distributor operates through a multi-level marketing system through which the distributor both sells Herbalife products and derives revenue from products sold by other "down-line" distributors he recruits. Distributors of Herbalife products are not employees of Herbalife, but rather are considered

independent contractors. Herbalife currently has over one million independent distributors in 50 states and 58 countries worldwide. Each distributor signs a similar Distributor Agreement.

3. Herbalife's headquarters are located in Century City California, and it has other offices in Inglewood, California. In addition, Herbalife maintains distribution centers in Carson, California and Memphis, Tennessee. Herbalife has no offices, documents or employees in Massachusetts. Herbalife maintains its files with respect to distributor complaints in California.

4. Herbalife maintains human resource records that date back to 1994. A request was submitted to the human resource department to obtain information regarding the following individuals: Ludmila Fedorosteva, Nancy Flannagan, Nancy Fleming ("**Fleming**"), Cheryl Smith, Inna Sheidorovich, Illona (no last name). There is no record of the following individuals in the human resource records maintained by Herbalife: Nancy Flannagan, Inna Sheidorovich, and Illona. Anne O'Halloran, Carol Hannah ("**Hannah**"), Fleming, Silvia Ramirez and I are current employees of Herbalife. Anne O'Halloran resides in South Redondo Beach, California; Silvia Ramirez resides in Santa Ana, California; Hannah resides in Beverly Hills, California; Fleming resides in Inglewood, California. Lisa Hoffman f/k/a Ludmila Fedorosteva ("**Fedorosteva**") is a former Herbalife employee. Her last known address was in Costa Mesa, California. Fleming is a former Herbalife employee and her last know address is in Los Angeles, California.

5. My current job duties require that I do most of my work in my office in Inglewood, California. Most of my work involves addressing distributor inquiries which requires reviewing records maintained only in the Inglewood and Century City offices. I never travel to Massachusetts in the ordinary course of my work for Herbalife. Further, I have a strong phobia of flying and having to fly across the country will cause me extreme anxiety. Even when

I have to travel outside California, I generally drive so as to avoid flying.

6. Hannah is currently the President of Distributor Communication for Herbalife and is scheduled to retire in July 2004. She was involved in supervising the individuals who conducted the investigation of the complaints of the plaintiff Evgeny Okmyansky ("Okmyansky"). It would also be inconvenient her to travel to Massachusetts for deposition and trial in this case. Hannah's office is located in Century City, California where she does most of her work. In addition to working in Los Angeles, Hannah travels around to world to attend large Herbalife distributor events. She does not travel to Massachusetts in the ordinary course of her work for Herbalife. Strong is currently the Senior Manager of Ethics, Business Practices and does her work in the Inglewood, California office. While she has traveled outside the United States for training purposes, her job at Herbalife does not require her to travel within the United States and she does not travel to Massachusetts for her work with Herbalife.

7. Fleming, Strong and Fedorosteva were involved in the initial investigation of many of Okmyansky's complaints which are the subject of his Amended Complaint, made decisions based on the investigation of those complaints and corresponded with Okmyansky with respect to the decisions made by Herbalife. Plaintiff's written complaints, which are the subject of his Amended Complaint, were generally sent to either Fedorosteva or Hannah, who both worked at Herbalife headquarters in California.

8. I reviewed records maintained by Herbalife in California on the Herbalife computer system and in paper form and determined that that none of the following individuals signed dual distributorship agreements: Elena Artamonova, Elvira Tabolova, Igor Averin, Pavel Lebedev, Edouard Olevinski, Irina Balabanova, Alexander Federov, Galina Griboedova, and Igor Zamrin.

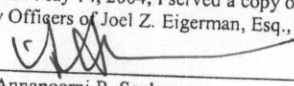
SIGNED UNDER THE PENALTIES OF PERJURY THIS 15th DAY OF MAY 2004.


Jackie Fisher

Vice President of Distributor Policy Administration,
Herbalife International of America, Inc.

CERTIFICATE OF SERVICE

I Annapoorni R. Sankaran, hereby certify that on May 14, 2004, I served a copy of the foregoing by hand upon: Joel Z. Eigerman, Esq., Pavel Bespalko, Esq., Law Offices of Joel Z. Eigerman, Esq., 50 Congress Street, Boston, MA 02109.


Annapoorni R. Sankaran